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RECORDATION NO. 24394 FILED

APR 07 '03

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SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

April 7, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of January 17, 2003. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Lessee:

J.T. Leasing, Inc.
2140 Advance Avenue
Columbus, OH 43207

A description of the equipment covered by the Memorandum of Lease Agreement consists of 10 boxcars OMSX numbered 26514, 26529, 26833, 105760, 105767, 126016, 126545, 126637, 305846, and 798013.

BALL JANIK LLP

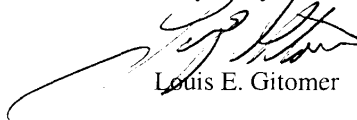
Honorable Vernon A. Williams
April 7, 2003
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A fee of \$ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and J.T. Leasing, Inc., 2140 Advance Avenue, Columbus, OH 43207, covering 10 boxcars OMSX numbered 26514, 26529, 26833, 105760, 105767, 126016, 126545, 126637, 305846, and 798013.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement

Between

Banc One Leasing Corporation (Lessor)

and

J. T. Leasing, Inc. (Lessee)

Dated as of January 17, 2003

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement, made and entered into as of ~~February~~ ^{January} 17, 2003, is by and between Banc One Leasing Corporation ("Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, OH 43240, and J. T. Leasing, Inc. ("Lessee"), 2140 Advance Avenue Columbus, Ohio 43207.

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railroad Equipment described on the Exhibit attached hereto, bearing marks and numbers as described on the attached Exhibit.

2. The Lease of the Railroad Equipment shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Banc One Leasing Corporation
as Lessor

By: [Signature]
Name: Lory B. King
Title: Funding Authority

J. T. Leasing, Inc.
as Lessee

By: [Signature]
Name: James A. Weber
Title: Pres

EXHIBIT

To

Memorandum of Lease Agreement between Banc One Leasing Corporation and
J. T. Leasing, Inc.

10 boxcars OMSX numbered 26514, 26529, 26833, 105760, 105767, 126016, 126545, 126637,
305846, and 798013.

STATE OF Ohio)
) ss.
County of Franklin)

On this 25 day of February, 2003, before me, Patricia Ann Seymour, the undersigned Notary Public, personally appeared James A. Weber II personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



PATRICIA ANN SEYMOUR
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JUNE 17, 2007

Patricia Ann Seymour
Notary Public for State of Ohio
My Commission expires 6-17-2007

STATE OF Ohio)
) ss.
County of Delaware)

On this 21 day of February, 2003, before me, Laura Noble the undersigned Notary Public, personally appeared Lory King personally known to me to be the person who executed the within instrument as Funding Authority on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

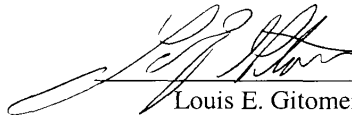


LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-15-06

Laura A. Noble
Notary Public for _____
My Commission expires _____

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Lease Agreement dated as of January 17, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
April 7, 2003